

FORM ADV**Uniform Application For Investment Adviser Registration****Part II – Page 1**

Name of Investment Adviser:					
BAYSHORE CAPITAL ADVISORS, LLC					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
	1700 S. MACDILL AVE, STE 340	TAMPA	FL	33629	(813) 221-3400

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number

Definitions for Part II

Related person - Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services - Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | |
|---|-----|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services..... | 80% |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services..... | % |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | 10% |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | % |
| <input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities..... | 10% |
| <input type="checkbox"/> (8) Provides a timing service | % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above..... | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients – Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| G. Investment company securities | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|---|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspaper and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Long term purchases (securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options, or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?..... ☒ Yes ☐ No

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?..... ☒ Yes ☐ No

(If yes, describe on Schedule F the partnerships and what they invest in.)

Applicant:
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801-60081

Date:
12/10/2008

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☒ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?..... Yes No
☒ ☐

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

At least one of Registrant's principals reviews each account on an ongoing basis during each quarter, (except that neither principal reviews account information for the other's family) and will continue to do so until the account base is large enough to make involvement in each account by the principals impractical, by which time Registrant will have hired sufficient qualified staff for the task. Each account will undergo a formal review at the end of each quarter. This review will begin with the generation of reports detailing periodic performance and current asset values. Registrant will then independently reconcile account information against bank and brokerage statements as further verification of account values. The review will then focus on the performance of the investments in each account and on whether the current asset allocation remains in line with the objectives outlined by the client.

Reviews address account investment objectives, account classification, account diversification, whether the investments meet the investment standards applicable to the account, and whether the retention or purchase of concentrations of securities of a single company are authorized by the terms of the account's contract with Registrant, written objectives, governing instrument or local law. As part of each review, the Registrant will monitor the proper implementation and execution of investment decisions with respect to purchases or sales for individual accounts.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

A complete set of accounting and performance reports are provided to clients on a quarterly basis. Registrant will provide clients with an asset list, showing both cost basis and current market price information for each investment. Investments will also be classified by category and grouped to determine whether asset allocation targets are being met. Where the classification of an investment is unclear, Registrant will use its best judgment in determining the appropriate asset class for that investment. Performance reports include both inception-to-date and year-to-date time-weighted rates of return for the total portfolio and by asset class.

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? ☒ Yes ☐ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | Yes | No |
|---|--------------------------|-------------------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

	Yes	No
Has applicant provided a Schedule G balance sheet?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:
**BAYSHORE CAPITAL
ADVISORS, LLC**

SEC File Number:
801-60081

Date:
12/10/2008

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
BAYSHORE CAPITAL ADVISORS, LLC

IRS Employer ID Number:
59-3688822

Item of Form
(identify)

Answer

1.

Advisory Services and Fees

1.A.(1)

Services

Registrant will provide investment supervisory services to managed accounts. Registrant will have discretionary authority for investment decisions.

Registrant will provide investment supervisory services by making investment decisions for clients based on the individual needs of each client. The individual needs of each client will be assessed through a review of the client's overall financial objectives, risk tolerance, and specific investment goals. The selection of investment alternatives will then be made based on Registrant's assessment of the potential risk-adjusted returns to the client after fees and taxes have been taken into account.

At least initially, Registrant expects to invest clients primarily in mutual funds, exchange traded funds, unit investment trusts, private investment partnerships, hedge funds, and similar pooled vehicles managed by third parties unaffiliated with Registrant (together, "Pooled Vehicles"). These Pooled Vehicles will consist of both actively managed and passive or indexed pools. Certain of these Pooled Vehicles will be privately offered only to sophisticated and otherwise eligible investors and will not be registered with the Securities and Exchange Commission. While all Pooled Vehicles will entail their own risks and an additional layer of fees and expenses borne by the client, private funds may involve higher fees and risks, including exotic investment strategies, conflicts of interest and illiquidity that may limit a client's ability to redeem its investment. The Registrant expects that, in most cases, Pooled Vehicles will be managed by outside investment managers who are experts in various niches of the financial markets. It is the Registrant's belief that it can best add value to clients by finding best-in-class managers in each asset class in which the client is invested.

Registrant's principals have extensive experience in the analysis of individual securities, and may choose to maintain client investments in individual securities where applicable. In particular, Registrant may manage individual securities on behalf of client when Registrant acts as a successor advisor or such securities are otherwise in the client's account at the inception of client's advisory contract with Registrant.

In addition, Registrant may hire one or more subadvisors to manage separate client accounts by selecting individual securities.

Registrant also may utilize short sales, may sell covered call options, and may enter into forward currency contracts, primarily for hedging purposes but also for speculation. Registrant will also maintain reserves of cash and cash equivalents including money market instruments.

The policies and procedures of the investment advisors of Pooled Vehicles with respect to the various topics described throughout this Schedule F (which may differ from policies of the Registrant), and the fees and expenses of such products, may be disclosed in the publicly available prospectus for the Pooled Vehicle or Form ADV of the pool's advisor. For private Pooled Vehicles, such information may appear in documents provided to the Registrant, which client may request.

While both of the principals of Registrant will be involved in the investment supervisory process, John Touchton as Chief Investment Officer will have primary and ultimate investment responsibility.

Registrant will not offer custody and safekeeping services.

**Schedule F of
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Continuation Sheet for Form ADV Part II**

Applicant:
**BAYSHORE CAPITAL
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Date:
12/10/2008

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
BAYSHORE CAPITAL ADVISORS, LLC

IRS Employer ID Number:
59-3688822

Item of Form
(identify)

Answer

1.A.(3) & (7)

Other Advisory Services

Registrant may offer limited financial planning services, including coordinating clients' selection of insurance and estate planning services from third parties unrelated to Registrant and other similar ancillary services typically offered by "family office" businesses. Registrant generally will provide such intermediary services only on rare occasions and will not charge a fee, although Registrant may in the future offer such services more frequently and charge a fee.

1.D.

Fees

Registrant offers such services for a fee based on an annual percentage of assets under management, according to the schedule below:

Minimum Account Size	\$10,000,000
Up to \$5 million	0.90% of assets
\$5 million to \$10 million	0.70% of assets
Over \$10 million	0.50% of assets

This fee will be paid exclusively to the Registrant and will not cover the fees and expenses charged by pooled funds and other investments; these other investment fees will be paid separately by the client. Clients whose assets are invested in mutual funds and/or use sub-advisors to manage a portion of their portfolio will pay more than one advisory fee. In that case, clients will pay fees to both Registrant and to the mutual fund managers and/or sub-advisors used. Clients who invest in mutual funds may incur additional fees such as administrative fees and 12b-1 fees.

Fees are payable quarterly in arrears of the services rendered. Either Registrant or the client may terminate the account at any time on 30 days written notice; the parties may terminate on shorter notice upon mutual agreement in writing. Furthermore, the client may terminate the account without penalty within five business days immediately following the signing of the investment advisory agreement. In the event of termination, fees are generally charged on a pro rata basis through the date of termination. In the event of a termination within six months of the effective date of the investment advisory agreement (but following the initial five-day period), the client, in order to compensate the Registrant for up-front costs related to establishing the account, will pay the greater of (i) the pro-rated amount owed through the termination date, and (ii) the difference between (A) \$20,000, and (B) the amount of fees paid by client to Registrant since inception of the account.

Fees are assessed on the last business day of the calendar quarter and are determined based on the value of assets as of the last business day of the calendar quarter. Registrant ordinarily deducts fees from client assets.

Registrant's fees are not negotiable, provided that Registrant may waive fees for its affiliates. Registrant may waive the minimum account size at its own discretion.

In addition to the Fees noted above, brokerage and other transaction costs will apply. Registrant's fees do not include custody charges.

Registrant performed one engagement for a fixed fee. Registrant views this arrangement as a special circumstance, and it does not expect to enter into such engagements in the future. Registrant expects that its fees will be primarily based on an annual percentage of assets under management, as detailed above. If Registrant does decide to enter into a fixed fee relationship in the future, these fees will be determined in advance with the client and will be for specific and limited services.

**Schedule F of
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Continuation Sheet for Form ADV Part II**

Applicant:
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
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IRS Employer ID Number:
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Item of Form
(identify)

Answer

3.

Types of Investments

3.K.3

As first described in Section 1.A.1 above, Registrant may invest Client assets in various investment partnerships, or “hedge funds.” These partnerships invest in myriad different strategies. Registrant performs careful due diligence on the managers of these partnerships, and Registrant carefully considers the suitability of each of these investments before committing client capital.

4.

Methods of Analysis, Sources of Information, and Investment Strategies

4.A.

Methods of Analysis

As discussed in earlier sections, Registrant expects to direct its clients’ assets to Pooled Vehicles managed by third parties. Registrant’s selection process for the appropriate Pooled Vehicle will be driven first by an analysis of the market in which the investment will be made. In “efficient” markets where information is disseminated more quickly and completely, Registrant will typically direct client assets into passive investment vehicles with lower costs and greater tax efficiency than more actively managed vehicles. Cost, tax efficiency, and liquidity will be the primary criteria for these passive vehicles. In markets which Registrant believes are less efficient, Registrant will consider allocating client assets to outside managers with more active investment strategies. Registrant’s selection criteria for active managers will be driven by whether such managers will be able to outperform relevant benchmarks over long periods of time after taking into account the impact of fees, taxes, and risk.

Registrant will conduct an extensive due diligence process on prospective outside managers. While some attention will be paid to past results, Registrant believes that a detailed analysis of the investment process will yield a better indication of future results. This due diligence process for each manager will include the following:

- A detailed discussion of the strategy being employed by the manager
- A review of current and historical portfolio holdings, to confirm that the strategy has been consistently applied
- Meetings with and background checks on significant personnel, with an examination of the role that each manager has in the execution of the strategy
- A review of personal investment by management in the vehicle being considered
- A review of performance reporting procedures, trading systems, and other operational capabilities of the manager
- Discussions with auditors, prime brokers, and other affiliated service firms who are involved in the manager’s daily operation

Registrant believes strongly that all client portfolios should be broadly diversified; therefore, Registrant will invest client assets across a broad range of investment strategies. These strategies will achieve diversification across asset class, geography, market capitalization, and investment style.

4.C.

Investment Strategies

Registrant will be responsible for the management of individual securities in some cases, most often

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Item of Form
(identify)

Answer

when such securities are inherited in the transfer of an existing portfolio of a new client. Registrant will analyze such securities with attention being paid to their investment value as analyzed through traditional fundamental means, their effect on the overall diversification of the portfolio, and the tax impact of further transactions with such securities. Registrant intends to maintain a long-term investment horizon on securities which it manages directly, but it will be driven in its trading decisions by valuation, which could result in shorter holding periods during more volatile times. Registrant may engage in short sales and option writing on client assets managed directly, but most likely such strategies will be employed for hedging purposes.

Pooled Vehicles managed for clients by outside parties may engage in all of the strategies listed in this section. Registrant will continue to monitor the performance of these Pooled Vehicles, verifying that the investment processes and personnel that led Registrant to invest in these Pooled Vehicles continue to be in place.

5.

Education and Business Standards

Those Registrant personnel involved in determining advice to clients must have personal investment management or related experience with a trust company or similar organization. A four-year college degree, thorough understanding of investment management, strong organizational and personal skills, and demonstrated integrity and concern for client welfare are required.

6.

Education and Business Background

John T. Touchton, Jr.
Education:

Birth year: 1968
Washington & Lee University – BA 1990
University of Pennsylvania, Wharton School – MBA 1995

Business Background:

The Witt-Touchton Company, Tampa, FL: 4/98–Present
Partner and Chief Investment Officer
Lazard Asset Management, New York, NY: 8/95–3/98
Senior Equities Analyst

Tready Arthur Smith

Birth year: 1970
University of North Carolina at Chapel Hill – BA 1992

Business Background:

ASAP Capital, Tampa, FL: 3/98 - Present
President
Deloitte & Touche, Atlanta, GA: 6/95 – 2/98
Senior Consultant

7.

Other Business Activities

As discussed in Section 1, Registrant may offer limited financial planning services, including coordinating clients' selection of insurance and estate planning services from third parties unrelated to Registrant and other similar ancillary services typically offered by "family office" businesses. Registrant generally will provide such intermediary services only on rare occasions and will not charge a fee, although Registrant may in the future offer such services more frequently and charge a fee.

8.

Other Financial Industry Activities or Affiliations

8.C.(3) & 8.D

The Registrant is a related person of certain private investment advisors (some of which may be clients of Registrant). Such advisors are operated separately from Registrant, but may be deemed to be under common control with Registrant. The Registrant and such private advisors have an

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(identify)

Answer

administrative services agreement under which the parties may share the following:

- (1) certain corporate support services (including compliance, government relations, marketing, legal services, communications, public relations, and purchasing services);
- (2) certain human resource services (including staffing matters, employee relations, training, payroll administration, and administration of employee benefit programs);
- (3) certain financial services (including tax, treasury, corporate accounting, strategic planning, consulting, and cash management);
- (4) certain management information system services (including designing, maintaining, and operating the computing environment and the network infrastructure);
- (5) centralized system services (mail sorting and processing, telephone systems, and technology support); and
- (6) office quarters.

In addition to her position as Principal of Registrant, Tready Smith is CEO of ASAP Capital Partners, a family investment firm.

In addition to his position as Principal of Registrant, John T. Touchton, Jr. is President of Witoco Venture Corporation, a family investment firm.

In addition, Witoco Venture Corporation, the aforementioned family investment firm that is owned and controlled by the Touchton family, is a passive, minority general partner in an investment firm (the "Affiliated Manager") in which Registrant's clients may invest. In the event that Registrant's clients do invest in the Affiliated Manager, Registrant's clients will have their fees reduced by the amount that Witoco Venture Corporation would receive as a result of that client's investment in the Affiliated Manager. With this reduction, Registrant will not benefit from a client's investment in the Affiliated Manager.

9.

Participation or Interest in Client Transactions

9.A.

Generally, Registrant or related persons may not purchase securities from, or sell securities to a client. However, in one instance, related persons sold securities to a client upon the client's request and under client's instructions. In accordance with Section 203(3) of the Investment Advisors Act of 1940, as amended, and the interpretations thereunder, prior to the completion of such transaction, Registrant disclosed to the client in writing that related persons will be acting in a principal capacity. Prior to the completion of such transaction, Registrant obtained client's specific consent to the transaction. In no event will a client of Registrant be obligated to enter into, or consent to, any such "principal" transaction.

9.D. and 9.E.

Both principals of the Registrant are involved with the management of "family offices." As such, each is involved in varying degrees in the investment of his or her family's assets. In fact, the source of management's interest in creating the Registrant is the ability to leverage the investment expertise developed through the work that the principals have done on behalf of their families.

The Registrant expects that, at least initially, a substantial portion of its clients will be family members or other affiliates of the principals of the Registrant. In some cases, principals of the Registrant, including portfolio managers, will have pecuniary interests in these related accounts.

Registrant and its related persons may buy or sell similar or different securities than those purchased

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:
**BAYSHORE CAPITAL
ADVISORS, LLC**

SEC File Number:
801-60081

Date:
12/10/2008

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
BAYSHORE CAPITAL ADVISORS, LLC

IRS Employer ID Number:
59-3688822

Item of Form
(identify)

Answer

Code of Ethics

for, or recommended to, client accounts.

When limited opportunities for investment exist, Registrant will allocate such opportunities among all eligible clients for whom such investments are optimal, including Registrant's related persons, in a manner that is fair and reasonable based on account size. In some cases, this procedure may lead to an account obtaining less of a Pooled Vehicle than it might have without participation by related person accounts. Registrant believes that to the extent its investments for clients primarily consist of Pooled Vehicles, its policy permitting simultaneous trading in the same security by principals on behalf of their families (and indirectly themselves) and clients will not pose the potential for abuses that many advisors' more restrictive personal trading policies are designed to prevent. Moreover, for private Pooled Vehicles, black-out periods and delayed purchases or redemptions by related persons are not feasible because of the often infrequent liquidity opportunities provided by such funds.

For private Pooled Vehicles, which do not trade or have a market value, the Registrant believes simultaneous trading will not prejudice any unrelated clients or unjustly enrich related persons. The same is true for open-end mutual funds and index products.

Registrant may recommend that the Registrant's clients buy or sell securities in which a related person has some financial interest.

Registrant has written procedures to ensure that its employees understand and follow the SEC's requirements, including the applicant's Policy Statement on Insider Trading Prohibitions.

Pursuant to the SEC requirements, certain personnel and other access persons are required to report personal securities transactions. Because of the nature of the Registrant's advisory business, as described above, the Registrant will not initially employ personnel to review such reports, but plans to engage an outside party to review such reports on at least an annual basis. Such party may be the Registrant's accountant, which may also act as accountant for certain related person clients of Registrant. In such circumstances, Registrant will attempt to engage for such review functions personnel of the accountant who are not involved with the affairs of the related person clients.

Applicant adopted a Code of Ethics (the "Code") effective January 7, 2005, that sets forth standards of conduct required of applicant, its employees and its principals. The Code requires compliance with Federal securities laws. Among other things, the Code includes policies and procedures relating to the personal investment activities of the person subject to the Code, including transactions involving securities that applicant has recommended to its clients and that are held by its clients. Depending upon a person's functions, duties and obligations, these policies and procedures may require pre-clearance and / or reporting of personal securities transactions, timing and other restrictions on transactions, outright prohibitions and compliance certification. The Code also requires the maintenance and review of certain records as well as periodic meetings to familiarize persons subject to the Code with their responsibilities under it. A copy of the Code will be furnished, free of charge, to any person who so requests. Any such request should be directed to John T. Touchton, Jr. Bayshore Capital Advisors, LLC, 1700 S. MacDill Avenue, Suite 340, Tampa, Florida 33629.

10.

Conditions for Managing Accounts

Registrant requires a minimum account size of \$10 million, though Registrant can waive this minimum account size at its own discretion. This minimum payment will be pro-rated for partial years but will in all cases exceed \$20,000.00 for the first year of a client's account.

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Answer

12.

Investment and Brokerage Discretion

12.A.(1) & (2)

Registrant will have discretionary authority to manage accounts for its clients, including the authority to select the securities to be bought or sold, and to determine the prices and quantities of such securities. Limitations on Registrant's discretionary authority will depend on the specific arrangement between Registrant and the client.

The Investment Advisory Agreement of each client may specify the type of securities which may or may not be purchased for the client's account, and may also place limits on the amount of the client's assets which may be invested in certain securities, including limits on investments in certain types of securities, securities of certain issuers, and securities of certain industries.

As described earlier, Registrant plans to provide investment advice primarily through the selection of Pooled Vehicles advised by outside managers. Registrant will negotiate on behalf of its clients to attempt to secure admission into the lowest-price share class of the Pooled Vehicle, although the selection of Pooled Vehicles is based on assessment of the best risk-adjusted returns after fees and taxes have been paid by the client. Registrant does not expect to invest clients in Pooled Vehicles that charge clients a load or sales charge, and will not invest in Pooled Vehicles that pay Registrant a fee.

12.B.

BCA operates under a directed brokerage policy; therefore clients must direct BCA as to the particular broker-dealer to be used in the execution of portfolio transactions for the account. BCA does recommend certain broker-dealers to its clients. In deciding which broker-dealers to recommend to clients, Registrant will evaluate broker-dealers' qualifications, paying particular attention to the following factors:

- Financial condition;
- Cost of execution
- Knowledge of the market, specific securities and industries;
- Access to sources of supply or the market;
- Ability to handle block trades;
- Timely and accurate record-keeping;
- Record of good and timely delivery and payment on trades;
- Quality of research material and services, such as earnings reports and news bulletins; and
- Availability of cost-effective research.

To the extent that any of these services benefit Registrant, conflicts of interest may exist. The management fee paid by a client will not be reduced because Registrant receives such services.

As BCA operates under a directed brokerage policy, it should be understood that BCA will not have the authority to negotiate commissions or obtain volume discounts on behalf of the client, and best execution may not be achieved. In addition, a disparity in commission charges may exist between client accounts.

Client understands that he or she may, if he or she desires, with Registrant's consent negotiate commission rates with a brokerage firm. Client understands that unless a lower rate has been negotiated by client on his or her own behalf, he or she should expect that the brokerage firm selected by Registrant will charge commissions based upon the firm's established, non-discounted commission schedule. Client further understands that certain of Registrant's clients may have negotiated for and received commission discounts in varying amounts and, therefore, some clients

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Answer

may pay lower commissions than other clients in similar transactions. Registrant may "bunch" or "block" transactions so that securities are purchased or sold for more than one client, the Registrant and its affiliates in a single transaction.

To the extent that Registrant's primary active investment supervisory services currently consist of selecting or recommending Pooled Vehicles, many of which may be purchased directly from the fund's principal underwriter without commissions, such transactions generally will not involve Registrant's procedures for brokerage selection and trade allocation described above.

If a client directs BCA to use any particular broker-dealer that BCA reasonably believes could hinder BCA from providing effective and quality advisory services and/or hinder BCA's fiduciary obligations to the client, then BCA reserves the right to refuse that client account.